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**JOHN D. HEFFNER, PLLC**

1920 N ST., N.W.

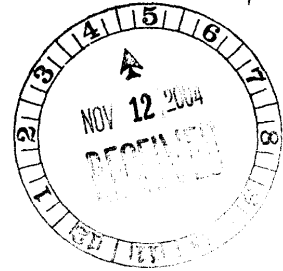
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BY HAND

November 12, 2004

Hon. Vernon A. Williams  
Secretary  
Surface Transportation Board  
1925 K Street  
Washington, D.C. 20423-0001

ENTERED  
Office of Proceedings

NOV 12 2004

Part of  
Public Record

**RE:** Mississippi Tennessee Holdings, LLC  
Abandonment Exemption - In Union,  
Pontotoc and Chickasaw Counties, MS  
Docket No. AB 868X

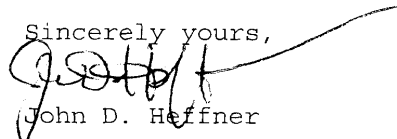
**Rejection of Terms in Financial Assistance Proceeding**

Dear Mr. Williams:

I am writing on behalf of Hust Brothers, Inc. ("Hust"), the Offeror in the above-captioned financial assistance proceeding. By decision served November 2, 2004, the Board set the purchase price of the subject rail line at \$3,747,007 and designated November 12, 2004, as the deadline for the Offeror to accept or reject the Board's terms. By this letter, I am advising the Board and counsel for the abandonment applicant that Hust rejects those terms.

Please date stamp and return one copy of this filing.

Sincerely yours,

  
John D. Heffner

cc: Thomas F. McFarland, Esq. (by fax)